



Rangers Netball Association (Club) Incorporated

BOARD CHARTER

Approved by Rangers Board

Dated as at 03 March 2021

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INTRODUCTION

The Board of Directors of Rangers Netball Club is responsible to its members for the strategy, performance, compliance and risk of the Association. The Rangers Netball Club Board will govern the association within this governance framework and carry out their duties in a lawful and professional manner, and with the utmost integrity and objectivity. Good governance requires balancing the need for short-term performance with the vision to deliver long term strategy and initiatives in accordance with the Constitution. (Rules of Association)

The Rangers Netball Club Board Charter outlines the Board's Corporate Governance Framework. This defines the respective roles, responsibilities and authorities of the Board, both individually and collectively, and the Boards ability to provide guidance to Management with respect to strategy, development and direction of the Association. It establishes the guidelines within which the Directors and Officers are to operate as they carry out their roles. It does not in any way constitute legal advice or act as a substitute for legal advice.

The purpose of this Board Charter is to document the policies upon which the Board has decided to meet its legal and other responsibilities. The Association's Board Charter has four main sections:

- Part A – Defining Governance Roles
- Part B – Improving Board Processes
- Part C – Key Board Functions
- Part D – Board Effectiveness

The Board Charter should be read in conjunction with the *Rangers Netball Club Constitution* and the Associations Incorporation Act 2015 (WA)

PART A – DEFINING GOVERNANCE ROLES

1. POWERS OF THE BOARD

The powers of the Board shall be in accordance with the Constitution of the Association, Section 13, as amended from time to time.

2. BOARD COMPOSITION

2.1 Number, Appointment and Duration of Directors

The number, appointment and duration of Directors shall be in accordance with the Constitution of the Association, Section 13, 14, 15 & 16 as amended from time to time.

3. THE ROLE OF THE BOARD

The Board is ultimately responsible for all matters relating to the leadership of the Association.

The Board's role is to govern the Association rather than manage it. In doing so, the Board of Directors must act in the best interests of the Association and its members. It is the responsibility of the Board to oversee and monitor the activities as carried out by the Coaches and support staff engaged to run the operations of the Association.

The Board has the final responsibility for the successful operations and delivery of the strategic intent of the Association. It is responsible for, and has the authority to determine, all matters relating to policies and best practices of the Association. It is required to do all things necessary to carry out the Objects of the Association. The main task of the Board is to drive the performance and strategic direction of the Association. The Board must also ensure that the Association complies with all its contractual, statutory and any other legal obligations, including the requirement of any regulatory body.

Without limiting the role of the Board, the principal functions and responsibilities of the Board include the following:

1. Leadership and governance of the Association.
 - a. Guiding the development of an appropriate culture and values in the Association through the establishment and review of Codes of Conduct, rules and procedures to enforce ethical behaviour and provide guidance on appropriate netball issues.
 - b. Always act in a manner consistent with the Associations culture and Code of Conduct.
2. Board management, succession and performance evaluation.
 - a. Develop an annual Board calendar.
 - b. Ensure the Directorship and structure is suitable to the current circumstances of the Association, having in place effective succession planning procedures.
 - c. Undertake annual performance evaluation of the Board to identify appropriate ongoing professional development and generate succession plans for Directorship.
3. Strategy formulation and approval.
 - a. Working with the Coaches and support staff to ensure that an appropriate vision, strategic direction and initiatives are in place.
 - b. Regularly reviewing, re-aligning and updating the Associations strategic direction and goals.
 - c. Overseeing planning activities including the development and approval of strategic and operational plans, annual and long term budgets including operating budgets, capital expenditure and cash flow forecasts of the Association.
 - d. Reviewing the progress and performance of the Association in meeting these plans and Association objectives, including reporting the outcomes of such reviews to members.
 - e. Overseeing the control and accountability systems that ensure the Association and its subsidiaries are progressing toward the goals set by the Board and in line with the Association's purpose, the agreed Association strategy, legislative requirements and community expectations.
4. Ensuring effective governance processes are implemented.
5. Determining the values and culture of the Board.
 - a. Set the Boards corporate culture and values considering what culture they currently have, and what culture they want to have in the future.
6. Ensuring appropriate risk management is in place.
 - a. Ensure robust and effective risk management and internal controls and ethical and legal compliance, including ensuring appropriate policies are in place to identify the main risks associated with the NWA's operations and the implementation of appropriate controls to manage these risks.
 - b. Monitor, review and assess risk management and internal controls on a regular basis.
7. Compliance with the law and the requirements of regulators.
8. Financial control and monitoring solvency.
 - a. Ensuring that an appropriate set of internal controls are implemented and reviewed regularly.
 - b. Review and approve major capital expenditure and expenditure outside approved budget and delegations.
 - c. Approve and monitor financial and other reporting, including reporting to member constituents.
 - d. Monitor processes aimed at ensuring the integrity of financial and other reporting, including the annual external audit.
9. Policy formulation.
 - a. Adopt governance principles and policies and encourage ethical behaviours and compliance with these principles and policies.
10. Establish a 'Code of Conduct'.
 - a. Establish a Code of Conduct for the Association;
 - b. Establish a Code of Conduct that applies to the Board and Committees of the Association, which illustrates the obligations and behaviours expected and is underpinned by the following ethical principles: integrity, accountability, honesty, impartiality and objectivity.
11. Communication with key stakeholders and members.

Ensuring accountability to the members primarily through adopting an effective stakeholder communications strategy, encouraging effective participation at General Meetings.
12. Oversee performance and compliance of subsidiaries in line with delegations, strategic direction,

constitutional reserved matters set out in the subsidiary constitutions and shared services agreements.

4. THE ROLE OF INDIVIDUAL DIRECTORS

Directors have an individual responsibility to ensure that the Board is undertaking its responsibilities as set in *Annexure 'A'*. It shall be acknowledged by all Directors that no one Director has any more apparent power/authority than any other Director. As decided and voted on by the Board, a Director may be elected as the President of the Board. Directors need to ensure that the Board is carrying out the principles functions and responsibilities as outlined in (3) *The Role of the Board* and that they have an effective decision making process.

4.1 Directors Code of Conduct

As a member of the Rangers Board, a Director should meet the following general standards:

- Respect the rights, dignity and worth of others.
- Be fair, considerate and honest in all dealings with others.
- Be professional in, and accept responsibility for, his/her actions.
- Make a commitment to providing quality service.
- Be aware of, and maintain an uncompromising adherence to, Rangers and NWA standards, rules and policies, values and behaviours.
- Operate within the official rules and guidelines that govern Netball in the state of WA.

4.2 Expectations of Directors in the Board Process

To maintain Association membership confidence in the integrity of the Board, it is essential that Directors of the Board are seen to exhibit the highest ethical standards in carrying out their duties. Directors must pursue, and must be seen to pursue, the best interest of the Association and its members. Directors must perform their duties impartially, with professionalism, objectivity and integrity.

Since the Board needs to work collaboratively as a group, Directors need to establish a set of standards for Board Meetings. At the Association, it is expected that Directors shall, in good faith, behave in a manner that is consistent with generally accepted procedures for the conduct of meetings at all meetings of the Board. Within the Board deliberations and processes, a Director should meet these standards:

General

- Shall at all times act in the best interests of Rangers as a whole.
- Shall act honestly and in good faith at all times in the interest of Rangers and its members, ensuring that all members, particularly those who are recipients of services, are treated fairly according to their rights.
- Shall carry out their duties in a lawful manner and ensure that Rangers carries out its business in accordance with the law and its own constitution.
- Shall establish Ranger's vision and purpose and key values by which Rangers should work.
- Shall not do anything that in any way denigrates Rangers or harms its public image.
- Regularly review the Board's performance, and their own.

Meeting

- Shall avoid conflicts of interests. Where such conflicts do arise, the Director must identify these conflicts when called to do so at the beginning of every meeting.
- Shall be diligent, attend board meetings and devote sufficient time to preparation for Board meetings to allow for full and appropriate participation in the Board's decision making.
- Shall interact with the Board and Rangers in a positive and constructive manner.
- Shall be loyal and supportive to the Board, abiding by board decisions once reached at meetings.
- Shall expect that financial reporting will be provided in an accurate and timely manner, and risk management assessment shall be reported on regularly by the relevant Board representatives.
- Shall ensure that the independent views of Directors are given due consideration and weight.

Finance

- Shall act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law.
- Shall ensure that members are provided with an accurate and balanced view of Rangers' performance including both financial and service provision.
- Shall ensure that Rangers assets are protected via a suitable risk management strategy.

Confidentiality

- Shall observe the confidentiality of non-public information acquired by them in their role as Directors.

Relationship with Coaches and Support Staff

- Clearly delineate the role and responsibilities of the Board and the Coaches and support staff.
- Shall provide clear key results that are to be achieved by the Coaches with appropriate reporting processes and within agreed timeframes.
- Shall set, ahead of a performance appraisal, the basic values and expectations on which the judgement of effectiveness will be based.
- Shall support the Coaches in the management of the sport by only communicating with staff either through them or with their endorsement.

Directors are expected to be forthright in Board meetings and have a duty to question, request information, raise any issue, and fully canvas all aspects of any issue confronting the Association, and cast their vote on any resolution according to their own judgement. The Board will always work towards reaching a consensus on all matters in the first instance.

Outside the boardroom, however, Directors will support the letter and spirit of the Board decisions in discussions with all stakeholders.

Directors will keep confidential all Board discussions and deliberations. Similarly, all confidential information received by a Director in the course of the exercise of the Directors duties remains the property of the Association and is not to be discussed outside the boardroom. It is improper to disclose it, allow it to be disclosed, unless that disclosure is done with appropriate authorisation.

4.3 Conflicts of Interest

4.3.1 Conflicts of Interest

Directors' interest shall be in accordance with the Constitution of the Association, Section 21 as amended from time to time.

Directors must disclose to the Board actual or potential conflicts that may or might reasonably be thought to exist between the interests of the Director and the interests of the Association. Whether an interest is material or not will vary depending on individual circumstances. Directors are expected to know when a matter is material and accordingly would declare any material conflict and should advise the President as such.

5. THE ROLE OF THE PRESIDENT

The President's role is a key one within the Association. The President is responsible for ensuring that the Board is well informed and functions effectively and that they provide leadership in formulating the strategic direction and overseeing the operation of the organisation. The President utilises their experience, skills and leadership abilities to facilitate the governance processes. There are two main aspects to the President's role. They are the President's role within the boardroom and the President's role outside the boardroom.

5.1 Inside the Boardroom

The Role of the President is to:

- a. Ensure strong board governance that is built on unity, respect and clear understandings;
- b. Lead the Board to drive the strategic goals set by Rangers;

- c. Establish the Agenda for Board Meetings in consultation with the CEO;
- d. Chair Board Meetings. If the President is not present within 15 minutes after the time appointed for the holding of the meeting, a Director chosen by a majority of Directors shall assume the role;
- e. Be clear on what the Board has to achieve, both in the long and short term;
- f. Provide guidance to other Directors about what is expected of them;
- g. Ensure that Board Meetings are effective in that:
 - The right matters are considered during the meeting (for example, strategic and important issues);
 - Matters are considered carefully and thoroughly;
 - A Board calendar is developed;
 - All Directors are given the opportunity to effectively contribute; and
 - The Board comes to clear decisions and resolutions are noted.
- h. Brief all Directors in relation to issues arising at Board Meetings. Where the President has access to better information that may impact on the debate within a Board Meeting, it shall be the obligation of the President to inform the Directors of such information;
- i. Ensure that the decisions of the Board are implemented properly and promptly;
- j. Ensure that the Board behaves in accordance with its Code of Conduct; and

5.2 Outside the Boardroom

The Role of the President is to:

- a. Develop a strong working relationship with the CEO;
- b. Develop a strong working relationship with the Coaches, support staff and members;
- c. Develop a good understanding and working relationship with NWA and Netball Australia
- d. Be the spokesperson for the Association at the AGM and in the reporting of performance and profit figures;
- e. Ensure that the Directors are kept fully informed and current by the Coaches and support staff on all matters which may be of interest to the Directors;
- f. Report to, and inform the Board on important initiatives and significant issues facing the association;

PART B – IMPROVING BOARD PROCESS

6. BOARD MEETINGS

Board Meetings shall be in accordance with the Constitution of the Association, Section 19, as amended from time to time. Board Meetings are a fundamental component of governance processes. Each Board Meeting is critical, as it is the main opportunity for Directors to:

- a. Obtain and exchange information with the Coaches;
- b. Obtain and exchange information with each other; and
- c. Make decisions.

The Board Meeting Agenda is equally as important because it shapes the information flow and subsequent discussion.

6.1 Meeting Frequency

The Board will meet as often as deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to this Constitution otherwise regulate, its meetings as it thinks fit.

6.2 Meeting Time and Location

Board Meeting times may vary depending on the Agenda of each individual meeting, the availability of key participants and the location in which the meeting is taking place. The Board will determine and agree on the time as applicable for each meeting.

Noting the possible locale of key participants with the Board structure, it shall be acceptable to use electronic media meeting methods (e.g. tele-conferencing, video-conferencing) to participate in Board Meetings, provided the remote participant/s has appropriate and un-degraded connectivity.

6.3 Meeting Cycle

To assist the smooth running of Board processes, there will be a defined meeting cycle including the timing of meetings, provision of agendas, papers and minutes as outlined below. The actual timing of events in the lead up to and follow up from Board Meetings will be dependent upon the circumstances surrounding each individual meeting.

6.4 Conduct of Meeting

The President will determine the degree of formality required at each meeting while maintaining the decorum of such meetings. As such, the President or their nominated replacement will:

- Ensure that all members are heard;
- Retain sufficient control to ensure that the authority of the Chair is recognised. This may require a degree of formality to be introduced if this is necessary to advance discussion;
- Take care that the decisions are properly understood and well recorded;
- Allocated a time limit (example of 15 minutes for an important issue) to each Agenda item to ensure that discussion and debate is assigned to the most important issues on a precedence basis. This action shall be taken to ensure that appropriate discussion and debate time is assigned to each Agenda item or issue;
- Ensure that where discussion and debate on topics exceeds the allocated time limit, that the Agenda item or issue is held over to the next Board meeting for continued discussion; and
- Ensure that decisions and debates are completed with a formal resolution and recording the conclusions reached. All motions that result in a resolution should be read-back to confirm that the motion as put is grammatically correct with regards to intent and outcome.

6.5 Quorum and Voting at Meetings

The number of Directors shall be in accordance with the Constitution of the Association, Section 13, as amended from time to time. In order for a decision of the Board to be valid, a quorum of Directors must be present or attending via Teams/Zoom.

6.6 Information between Meetings

The Board shall decide the boundaries of additional information sent out by the Administrator between meetings, other than Agenda, and should normally only cover such information of substance that directly impacts the integrity and good governance of the Association.

7. BOARD MEETING AGENDA

7.1 Agenda Content

An Agenda will be prepared for each Board Meeting. The Agenda should make it clear what subject is to be discussed, what aspects of that subject are to be discussed, why it is being discussed and what the Board hopes to achieve from the discussion.

7.2 Agenda Preparation

The Administrator, in consultation with the President is responsible for preparing an Agenda for each Board Meeting. However, any Director may request items to be added to the Agenda for upcoming meetings. The Administrator circulates the Agenda to all Directors with the Board Papers at least three days prior to the meeting.

8. BOARD PAPERS

8.1 Preparation and Circulation of Board Papers

The Administrator is responsible for the preparation and circulation of Board Papers. The Board Papers will be circulated to Directors at least 3 days prior to the Board Meeting.

8.2 Retention of Board Papers

The Administrator maintains a complete set of Board Papers at the Association's main offices. However, individual Directors may retain their own Board Papers in a secure location.

9 BOARD MINUTES

Minutes are to be a sufficient record of discussion that appropriately details the decision/s and matters discussed at a Board Meeting. Minutes will contain a brief summary and reference to relevant Board Papers tabled plus any official resolutions adopted by the Directors.

All decision will be recorded in the Minutes by means of a formal resolution. Individual votes of the Board shall not be registered on the Minutes of the Board Meeting on any motion or decision, but rather that the Board resolved to accept or reject the motion or decision. A Director may request to have particular items noted in the minutes.

Final file copies of the Minutes shall reflect all corrections and amendments to the Minutes, as verified and or put by the Directors prior to the Minutes being accepted as correct. This may, in some circumstance, cause the Minutes to be one meeting in arrears before acceptance by the Board and filing.

PART C – KEY BOARD FUNCTIONS

10 THE BOARD AND STRATEGY

Each year the Board will approve a formal strategic planning process that articulates the respective roles and levels of involvement of the Board, CEO & Executive Management Team and other stakeholders and will review the current strategic plan against outcomes and will formulate a new strategic plan as required.

11 MONITORING

An essential function of the Board is to monitor the performance of the organisation in implementing its strategy and overall operational performance. This will be done on an annual basis. The Board will meet annually, usually after the AGM and review its operations and achievements during the year and critically appraise the achievement of corporate objectives, the performance of management and the Board.

The Board will review the Constitution, at least every three years to determine whether the Constitution and its objectives is reflective of the way the Association and the Board operates. This review should look to innovation that permits the Association to adopt new approaches, practices, technologies that permit the Association to become more efficient.

12 COMPLIANCE

The Board is charged with overseeing, reviewing and ensuring the integrity and effectiveness of the Association's compliance systems and processes, legal and other.

13 RISK MANAGEMENT

Since risk management is a complex and critical component of the Association's governance, the Board will charge the Administrator with implementing appropriate risk systems within the Association. Aspects of this process may be delegated. The risk management system should be based on the Australian Standard AS/NZS 4360:2004 "Risk

Management” with the primary objectives to ensure:

- a. All major sources of potential opportunity for adverse events and harm to the association (both existing and potential) are identified, analysed and treated appropriately; and
- b. Business decisions throughout the Association appropriately balance risk and reward trade off.

Any risk management system should review all major strategies and purchases for their impact on the risk facing the Association and makes appropriate recommendations to the Board. The Board should undertake an annual review of the Association’s operations to update its Risk Profile. This normally occurs in conjunction with the strategic planning process.

PART D – BOARD EFFECTIVENESS

14 BOARD EVALUATION

14.1 Evaluation Process

The Board considers the evaluation of its own performance as fundamental to establishing a culture of performance and accountability.

14.2 Board Evaluation

The Board considers the ongoing development and improvement of its own performance as critical input to effective governance. As a result, the Board will undertake an Evaluation of the Board’s performance every two years. The review is based on a number of goals for the Board and individual Directors that are established at the start of the year. The goals are based on Association requirements and any areas for improvement identified in previous reviews.

14.3 Chair Evaluation

The Board recognises the importance of the Chair’s role in leadership and management of the Association. As a result, the Board will undertake a review of the Chair’s performance every two years (alternate year to Board evaluation). The review will be based on the Australian Sports Commission (‘ASC’) evaluation framework to assist the Board and Chair to understand best practice governance and identify opportunities for improvement across key assessment criteria.

14.4 Board Committee Evaluation

At the end of each year, the Board reviews the performance of the Association’s Committees and itself against set expectations. Based upon the review, Committees are provided feedback on their performance. The results of the review are a key input into the expectations set by the Board.

15 DIRECTOR INDUCTION

A new Director will undergo an induction process in which they will be given a full briefing on the Association. Information conveyed to the new Director will include:

- a. Details of roles and responsibilities of a Director with an outline of the expectations of a successful Director;
- b. Formal policies on Director appointments as well as conduct and contribution expectations;
- c. Details of the relevant legal requirements including Associations Incorporation Act
- d. A copy of the Board Charter;
- e. A copy of relevant Governance Policies;
- f. Details of past, recent and likely future developments relating to the Board including any anticipated changes;
- g. A synopsis of the current strategic direction of the Association including a copy of the current strategic plan and annual budget;
- h. Copies of the Minutes of the last few Board Meetings; and
- i. A copy of the Constitution of the Association.